

Title	Bylaws Review
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Synopsis	The Council will review and discuss possible changes to the bylaws, including clarification on sector member appointments and terms for officer positions.
Guiding questions	Do the proposed changes to the bylaws accurately represent the member appointment and terms of officers?
Possible council action	<input checked="" type="checkbox"/> Information/Discussion <input type="checkbox"/> Approve/Adopt <input type="checkbox"/> Other
Documents and attachments	<input type="checkbox"/> Brief/Report <input type="checkbox"/> PowerPoint <input type="checkbox"/> Third-party materials <input checked="" type="checkbox"/> Other

Bylaws

PROPOSED AMENDMENTS TO ARTICLES 1, 3, and 5

1. Council Membership:

The Washington Student Achievement Council is made up of nine voting members, as provided in RCW 28B.77.005. The composition of the Council is as follows:

Five citizen members shall be appointed by the Governor and confirmed by the Senate.

- One of the citizen members shall be a student. ~~((Citizen members shall have full authority to act prior to Senate confirmation.))~~
- Four members of the Council shall represent education sectors and shall be selected by their respective organizations. Senate confirmation is not required for sector members.
 - A representative of the public four-year institutions selected by the presidents of those institutions as coordinated by the Council of Presidents.
 - A representative of the state's two-year system selected by the State Board for Community & Technical Colleges.
 - A representative of an independent, nonprofit higher education institution selected by ~~((an association of independent nonprofit baccalaureate degree-granting institutions))~~ the Independent Colleges of Washington.
 - A representative of the K-12 system selected by the Superintendent of Public Instruction.

Purpose of suggested amendment:

Appointees' authority to act prior to confirmation is in the cited statute (RCW 28B.77.005). The stricken bylaw language is repeated in Article 3 (Vacancies on the Council), which is a more logical placement.

The added bylaw language specifies the "appointing organizations" for representatives of the public four-year institutions and the independent, nonprofit higher education institutions.

2. Terms of the Council Members:

The citizen members shall serve four-year terms; however, the terms of the initial members shall be staggered. Student members shall serve one-year terms. The sector members shall serve at the pleasure of their appointing organizations.

3. Vacancies on the Council:

~~((Vacancies on the Council shall be filled in the same manner as the original appointments. Appointments to such vacancies shall be limited to the remaining unexpired term. Vacancies among citizen members shall be))~~ Vacant citizen member positions on the Council are filled by the Governor, subject to Senate confirmation. Citizen members shall have full authority to act prior to Senate confirmation. Vacant sector member positions are selected by their respective appointing organizations.

Purpose of suggested amendment:

Rewrite of Article 3 clarifies that appointment of vacant citizen member positions are filled by the Governor and vacant sector member positions are filled by their respective appointing organizations (as specified in Article 1). Authority for citizen members to act prior to Senate confirmation is moved here from Article 1.

4. Council Officers:

The Chair shall be elected by the Council from among its citizen members. The Vice Chair and Secretary shall be elected by the Council from among all members; however, the offices of Vice Chair and Secretary shall be held by one citizen member and one education sector member, as determined by the Council.

5. Terms of the Council Officers:

~~((The officers of the Council shall each serve one-year terms, but may serve more than one term if elected to do so by the Council. No officer shall serve more than two consecutive one-year terms))~~ The Council shall hold an annual election of officers at its August meeting each year, or its next regular meeting if the Council does not meet in August in a particular year. An election to fill a vacant officer position shall be held at the next regular or special meeting after the vacancy occurs. A member may be elected to an unlimited number of consecutive one-year terms as a Council officer.

Purpose of suggested amendment:

Rewrite of Article 5 clarifies that election of officers will take place each year in August and at the next meeting after a vacancy occurs in any officer position. RCW 28B.77.005(3) states "the chair shall serve a one-year term but may serve more than one term if selected to do so by the membership."

6. Officer Duties:

- The Chair shall preside at all meetings and shall attest to resolutions approved by the Council. The Chair shall appoint ad hoc advisory committee chairs and shall perform such other duties as required under the statute and necessary for the functioning of the Council.
- The Vice Chair shall perform the duties of the Chair when the Chair is absent and shall perform such other duties as directed by the Chair.
- The Secretary shall attest to resolutions approved by the Council. In the absence of the Chair and Vice Chair, the Secretary shall preside at meetings of the Council and shall perform such other duties as directed by the Chair.

7. Executive Committee:

The Executive Committee shall be comprised of the three Council officers and meets as needed between regular Council meetings. The Executive Committee provides general guidance and serves as a sounding board for the executive director on emerging issues and initiatives. The Committee is responsible for the following:

- Developing and presenting a draft agenda for Council meetings;
- Overseeing an annual evaluation of the executive director's job performance.

8. Ad Hoc Advisory Committees:

The Council may create advisory committees on an ad hoc basis for the purpose of obtaining input and for informing its research, policy and programmatic functions.

- The Council shall create ad hoc Advisory Committees as necessary. The Council Chair shall appoint advisory committee chairs.
- Advisory committee composition shall be determined by the Council and may include representatives of students, faculty, Pre-K, K-12 and higher education experts and practitioners, citizens, business, industry and labor as relevant to the purpose of the committee.

- Ad hoc committees created to address secondary to postsecondary transitions and university and college admissions requirements must include K-12 representatives (teachers, school directors, principals, administrators) in addition to higher education representatives.
- A simple majority of ad hoc committee members present shall be sufficient for the transaction of committee business. Committees shall present reports and recommendations to the Council for information and/or action during the Council's regular meetings and shall be recorded in the minutes of Council meetings.

9. Council Compensation:

Council members are entitled to a stipend at the rate stipulated in RCW 43.03.240 for each meeting attended or for performing duties approved by the Chair. Council members employed full-time with any agency of the federal, state, or local government are ineligible for the stipend unless no compensation is received for working that day. Any individual member may choose to waive the stipend. Council members shall be reimbursed for travel expenses incurred in carrying out the duties of the Council and shall receive per diem in accordance with RCW 43.03.050 and 43.03.060.

10. Council Meetings:

State law requires the Council to meet at least four times each calendar year and at such other times as determined by the Chair, who shall give reasonable prior notice to the members. The Council shall adopt a meeting calendar for the succeeding year no later than its last regularly scheduled meeting for the current year.

11. Executive Sessions:

An executive session may be held at the request of the Chair or at the request of any Council member with the concurrence of the Chair, for any purpose that executive sessions may be held under state law.

12. Voting Procedures:

All members of the Council shall have the right to vote except:

- The member representing the private institutions shall excuse him/herself from voting on matters relating primarily to public institutions.
- The member representing the K-12 system shall excuse him/herself from voting on matters relating primarily to institutions of higher education. (Such exceptions must be taken into consideration in constituting a quorum for the transaction of Council business.)
- Members may abstain from voting upon giving their reasons for so doing. There shall be no proxy voting.
- Quorum: Five members of the Council shall constitute a quorum for the transaction of Council business (except as indicated above) and, if only a quorum is present, a majority of the quorum shall be sufficient to transact business. If more than a quorum is present, all matters shall be decided by a majority of those members present.
- Vacancies: When vacancies occur on the Council, the majority of the existing members shall constitute a quorum, except as indicated above.
- Roll Call Vote: A roll call vote shall be taken at the request of any member of the Council.

13. Meeting Agendas:

A draft agenda for each meeting shall be approved by the Executive Committee and sent to each Council member prior to the next scheduled meeting.

- The agenda and materials for regularly scheduled meetings shall be sent to members at least seven days before each meeting.
- The agenda and materials for special meetings shall be sent to members at least twenty-four hours before the meeting.
- At regularly scheduled meetings, the agenda will be approved or revised by a vote of the members. At special meetings, only matters on the agenda may be considered.

14. Public Attendance and Participation:

All meetings of the full Council, other than executive sessions, shall be open to the public. Any group or member of the public wishing to make a presentation or to offer comment at a Council meeting may do so upon request to, and approval by, the Council or at the discretion of the Chair.

15. Attendance of Members:

Council members are expected to consistently attend Council meetings. The Chair may remove any member who misses more than two meetings in any calendar year without cause. Any member so removed must be replaced as provided under RCW 28B.77.005.

16. Minutes of Meetings:

The executive director shall maintain records of proceedings of all meetings and be responsible for the distribution of minutes and other official actions of the Council. The minutes of all regular and special meetings of the Council will be posted to the agency Web site, www.wsac.wa.gov.

17. Adoption of Rules:

The Council has the authority to adopt rules as necessary to implement its powers and duties.

18. Amendment and Suspension of the Bylaws:

These bylaws may be amended at any meeting of the Council upon notification to all members of the proposed amendment(s) at any meeting preceding the meeting in which the bylaws are to be amended. These bylaws may be suspended by a two-thirds affirmative vote of the Council.

19. Rules of Order:

Robert's Rules of Order, Newly-Revised shall serve as parliamentary authority for procedures not covered by these rules.

Bylaws adopted September 25, 2012